

Hearing Date and Time: June 27, 2011 at 9:45 a.m. (ET)

Objection Deadline: June 20, 2011 at 4:00 p.m. (ET)

JONES DAY
Ross S. Barr
222 East 41st Street
New York, New York 10017
Telephone: (212) 326-3939
Facsimile: (212) 755-7306

Special Counsel to the Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:
In re:	:
	: Chapter 11
	:
MOTORS LIQUIDATION COMPANY, et al.	: 09-50026 (REG)
f/k/a General Motors Corp., et al.,	:
	: (Jointly Administered)
	:
Debtors.	:
-----	X

**NOTICE OF HEARING ON FINAL APPLICATION OF
JONES DAY, SPECIAL COUNSEL TO THE DEBTORS AND
DEBTORS-IN-POSSESSION, SEEKING ALLOWANCE OF COMPENSATION
FOR PROFESSIONAL SERVICES RENDERED AND FOR
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
FOR THE PERIOD FROM JUNE 1, 2009 THROUGH JANUARY 31, 2010**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. A hearing to consider the Final Application of Jones Day, Special Counsel to the Debtors and Debtors in Possession, Seeking Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses for the Period from June 1, 2009 Through January 31, 2010 (the "**Application**"), filed by the above-captioned special counsel to the debtors and debtors in possession ("**Jones Day**"), shall be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the United States

Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408, on **June 27, 2011, at 9:45 a.m. (New York time)**.

2. Objections, if any, to the relief sought in the Application must be made in writing, with a hard copy to Chambers, conform to the Federal Rules of Bankruptcy Procedure and the Local Rules for the United States Bankruptcy Court for the Southern District of New York and be filed with the Bankruptcy Court and must be served in accordance with Case Management Order #1 (Docket No. 157) and the Order Establishing Notice and Case Management Procedures (Docket No. 3629) (collectively, the "**Case Management Orders**") so as to be actually received by the parties on the Master Service List (as defined in the Case Management Orders) not later than **4:00 p.m. (New York time) on June 20, 2011** (the "**Objection Deadline**").

3. If no objections are timely filed and served with respect to the Application, Jones Day may, on or after the Objection Deadline, submit to the Court an order substantially in the form attached to the Application, which order shall be submitted and may be entered with no further notice or opportunity to be heard offered to any party.

4. Copies of the Application, the Case Management Orders and the Master Service List (as defined in the Case Management Orders) may be obtained from the Court's website at <http://ecf.nysb-mega.uscourts.gov> or, free of charge, at www.motorsliquidationdocket.com.

Dated: May 16, 2011
New York, New York

/s/ Ross S. Barr

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MOTORS LIQUIDATION COMPANY, <i>et al.</i>	: 09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i> ,	:
	: (Jointly Administered)
	:
Debtors.	:
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**FINAL APPLICATION OF JONES DAY, SPECIAL COUNSEL TO
THE DEBTORS AND DEBTORS-IN-POSSESSION, SEEKING ALLOWANCE
OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
FOR THE PERIOD FROM JUNE 1, 2009 THROUGH JANUARY 31, 2010**

Name of Applicant:	Jones Day
Authorized to Provide Professional Services to:	Motors Liquidation Company and its affiliated debtors and debtors-in-possession
Date of Retention Order:	August 3, 2009 (effective <i>nunc pro tunc</i> to the Petition Date, June 1, 2009)
Period for Which Compensation and Reimbursement are Sought	June 1, 2009 to January 31, 2010
Amount of Professional Fees Sought as Actual, Reasonable, and Necessary:	\$465,693.65
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary:	\$5,591.62
Total Amount Sought:	\$471,285.27

This is an/a: ____ Interim X Final Application.

Aggregate Amounts Paid to Date for the Aggregate
Compensation Period:

\$424,715.91

Prior Interim Fee Applications:

Date Filed	Period Covered	Amount of Fees Requested	Amount of Expenses Requested	Date of Order	Amount of Fees Awarded	Amount of Expenses Awarded	Balance Due (Requested)
11/16/2009 (Docket No. 4448)	6/1/2009 – 9/30/2009	\$455,396.65	\$4,359.53	5/21/2010 (Docket No. 5834)	\$455,396.65	\$4,359.53	\$45,539.66
3/17/2010 (Docket No. 5285)	10/1/2009 – 1/31/2010	\$10,297.00	\$1,232.09	7/22/2010 (Docket No. 6402)	\$10,297.00	\$1,232.09	\$1,029.70

Motors Liquidation Company
Jones Day's Final Fee Application
June 1, 2009 through January 31, 2010

Timekeeper		Title	Bar Year	Billing Rate*	Aggregate Billed Hours	Aggregate Billed Dollars
Bernard	Amory	Partner	1984	675.00	0.30	202.50
Noel	Francisco	Partner	1996	540.00	1.90	1,026.00
Daniel	Hagen	Partner	1980	650.00	2.00	1,300.00
Jeffrey	Jones	Partner	1985	575.00	25.00	14,375.00
J Todd	Kennard	Partner	1997	410.00	59.30	24,313.00
Andrew	Kramer	Partner	1969	832.50	1.50	1,248.75
Douglas	Mansfield	Partner	1994	425.00	2.20	935.00
Evan	Miller	Partner	1981	700.00	19.10	13,370.00
Bevin	Newman	Partner	1995	517.50	0.30	155.25
Steven	Sacher	Partner	1967	750.00	229.00	171,750.00
Robert	Walker	Partner	1982	625.00	33.90	21,187.50
Peter	Wang	Partner	1992	585.00	3.40	1,989.00
Johannes	Zöttl	Partner	1998	525.00	103.10	54,127.50
Partner Totals					481.00	\$ 305,979.50
Philippe	Billot	Of Counsel	1991	675.00	2.60	1,755.00
Pearson	Bownas	Of Counsel	1997	427.50	1.00	427.50
Jeffrey	Leavitt	Of Counsel	1973	600.00	0.50	300.00
Owen	Nee Jr	Of Counsel	1973	650.00	1.20	780.00
Sara	Pikofsky	Of Counsel	1997	472.50	0.50	236.25
Of Counsel Totals					5.80	\$ 3,498.75
David	Beck	Associate	2000	375.00	33.60	12,600.00
Stephanie	Curiel	Associate	2001	405.00	9.00	3,645.00
Miguel	Eaton	Associate	2006	306.00	3.40	1,040.40
Mirjam	Erb	Associate	2008	300.00	6.30	1,890.00
Wednesday	Forest	Associate	2005	205.00	1.20	246.00
Junxia	Jernejcic	Associate	2002	300.00	18.45	5,535.00
Jessica	Kastin	Associate	2002	495.00	1.80	891.00
Kevin	Noble	Associate	2003	375.00	267.20	100,200.00
Robbin	Rahman	Associate	2000	360.00	0.70	252.00
Erin	Shencopp	Associate	2003	360.00	1.40	504.00
Yizhe	Zhang	Associate	2005	360.00	5.00	1,800.00
Associate Totals					348.05	\$ 128,603.40
Lynne	Fischer	Staff Atty	1996	225.00	40.70	9,157.50
Tanja	Neumann	Staff Atty	2001	270.00	64.60	17,442.00
Staff Atty. Totals					105.30	\$ 26,599.50
Benjamin	Laux	Law Clerk		202.50	5.00	1,012.50
Law Clerk Totals					5.00	\$ 1,012.50
Grand Totals					945.15	\$ 465,693.65

**Blended Hourly
Rate \$ 492.72**

* Billing Rates reflect certain agreed-upon discounted rates between Jones Day and the Debtors and not Jones Day's standard billing rates.

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**FINAL APPLICATION OF JONES DAY, SPECIAL COUNSEL TO
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OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
FOR THE PERIOD FROM JUNE 1, 2009 THROUGH JANUARY 31, 2010**

TO THE HONORABLE ROBERT E. GERBER,
UNITED STATES BANKRUPTCY JUDGE

Jones Day, special counsel to the debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), hereby submits this final application (the "**Application**") seeking (a) final allowance of compensation for professional services rendered by Jones Day to the Debtors in the amount of \$465,693.65 and (b) reimbursement of expenses and disbursements incurred by Jones Day in the rendition of those professional services on behalf of the Debtors in the amount of \$5,591.62, in each case for the period from June 1, 2009 through January 31, 2010 (the "**Aggregate Compensation Period**"), pursuant to

sections 330(a) and 331 of the United States Bankruptcy Code (the "**Bankruptcy Code**"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the "**UST Guidelines**"), General Order M-389, Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the "**Local Guidelines**") and the Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, entered in these cases on August 7, 2009 (Docket No. 3711) (the "**Interim Compensation Order**" and, collectively with the UST Guidelines and the Local Guidelines, the "**Guidelines**"). In support of this Application, Jones Day respectfully represents as follows:

Background

1. On June 1, 2009 (the "**Petition Date**"), the Debtors filed a motion requesting, *inter alia*, an order pursuant to sections 105, 363(b), (f) and (m) and 365 of the Bankruptcy Code, authorizing and approving: (a) the sale of substantially all of the Debtors' assets pursuant to a proposed Master Sale and Purchase Agreement and related agreements among the Debtors and Vehicle Acquisition Holdings LLC, a purchaser sponsored by the United States Department of the Treasury, free and clear of liens, claims, encumbrances and other interests, including any successor liabilities (the "**363 Transaction**"); (b) the assumption and assignment of executory contracts and unexpired leases of personal property and of nonresidential real property; and (c) a related settlement with the United Autoworkers, subject to higher or better offers.

2. On July 5, 2009, the Court approved the 363 Transaction, and on July 10, 2009, the 363 Transaction closed.

3. On March 29, 2011 (the "**Confirmation Date**"), the Bankruptcy Court entered an order (Docket No. 9941) confirming the Debtors' Amended Joint Chapter 11 Plan, dated December 7, 2010 (as modified, the "**Plan**"). The Plan became effective in accordance with its terms on March 31, 2011.

Jurisdiction and Venue

4. This Court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

5. Pursuant to this Application, Jones Day hereby seeks final allowance of: (a) compensation for professional services rendered during the Aggregate Compensation Period in the aggregate amount of \$465,693.65; and (b) reimbursement of expenses and disbursements incurred in connection with such services in the aggregate amount of \$5,591.62. To date, \$424,715.91 in fees and expenses have already been paid to Jones Day for the Aggregate Compensation Period, leaving \$46,569.36 of the requested compensation and reimbursement of expenses that has not yet been paid.

6. Prefixed to this Application is the cover sheet required by the UST Guidelines, which includes a schedule setting forth the names of all Jones Day professionals who have performed services for which compensation is sought, each such individual's position in the firm and the year each attorney was first admitted to practice law. In addition, the schedule sets forth for each person (a) the hourly rate during the Aggregate Compensation Period, (b) the total hours billed for which compensation is sought and (c) the total compensation requested for such hours.

7. Attached hereto as **Exhibit A** is a summary of hours billed and fees charged by Jones Day for each project category it used in recording time for these chapter 11 cases. Attached hereto as **Exhibit B** is a summary of different categories of expenses and related expense amounts for which Jones Day is seeking reimbursement. Attached hereto as **Exhibit C** is the certification of J. Todd Kennard with respect to this Application pursuant to the Local Guidelines. Attached hereto as **Exhibit D** is a proposed form of order granting this Application. Copies of monthly statements (the "**Monthly Statements**") prepared by Jones Day for the Aggregate Compensation Period and provided to the Debtors and certain other parties in accordance with the Interim Compensation Order were attached to the prior interim fee applications filed by Jones Day in these chapter 11 cases.

Jones Day's Retention and Services Provided

Jones Day's Retention

8. On July 21, 2009, the Debtors filed their Application Under 11 U.S.C. § 327(e) Authorizing Debtors to Employ and Retain Jones Day as Special Counsel for the Debtors, *Nunc Pro Tunc* to the Petition Date (Docket No. 3282) (the "**Retention Application**"). On August 3, 2009, the Court entered its Order Pursuant to 11 U.S.C. § 327(e) Authorizing the Employment and Retention of Jones Day as Special Counsel for the Debtors, *Nunc Pro Tunc* to the Petition Date (Docket No. 3633) (the "**Retention Order**").

Prior Fee Applications

9. On November 16, 2009, Jones Day filed the First Interim Application of Jones Day, Special Counsel to the Debtors and Debtors in Possession, Seeking Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses for the Period June 1, 2009 Through September 30, 2009 (Docket No. 4448) (the "**First Interim Fee Application**"). By the First Interim Fee Application, Jones Day sought

the interim allowance of \$455,396.65 in fees and \$4,359.65 in expenses for the period from June 1, 2009 through September 30, 2009 (the "**First Compensation Period**"). On May 21, 2010, the Bankruptcy Court entered an order approving Jones Day's requested fees and expenses for the First Compensation Period (Docket No. 5834).

10. On March 17, 2010, Jones Day filed the Second Interim Application of Jones Day, Special Counsel to the Debtors and Debtors in Possession, Seeking Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses for the Period from October 1, 2009 Through January 31, 2010 (Docket No. 5285) (the "**Second Interim Fee Application**"). By the Second Interim Fee Application, Jones Day sought the interim allowance of \$10,297.00 in fees and \$1,232.09 in expenses for the period from October 1, 2009 through January 31, 2010 (the "**Second Compensation Period**"). On July 22, 2010, the Bankruptcy Court entered an order approving Jones Day's requested fees and expenses for the Second Compensation Period (Docket No. 6402).

Conversion to Ordinary Course Professional

11. After the consummation of the 363 Transaction, the Debtors' need for Jones Day's services was significantly reduced. Because of this reduction of services to the Debtors, as reflected in the compensation sought by Jones Day for the Second Compensation Period, Jones Day, the Debtors and the Office of the United States Trustee agreed to treat Jones Day as an ordinary course professional after the Second Compensation Period. Accordingly, after the end of the Second Compensation Period, Jones Day was retained and compensated by the Debtors in accordance with the Order Pursuant to 11 U.S.C. §§ 105(a), 327, 328 and 330 Authorizing Debtors to Employ Professionals Utilized in the Ordinary Course of Businesses (Docket No 2900) (the "**OCP Order**"). Pursuant to the OCP Order, Jones Day filed declarations of disinterestedness and disclosure on March 17, 2010 (Docket No. 5283) and

July 7, 2010 (Docket No. 6299). The total compensation paid to Jones Day by the Debtors for the period after the Second Compensation Period through the Confirmation Date was less than \$50,000. Pursuant to the OCP Order, approval for that amount is not included in this Application.

Description of Services Rendered by Jones Day

12. During the Aggregate Compensation Period, Jones Day performed various work for the Debtors that it had been providing to the Debtors prior to the Petition Date, including dealer, litigation, antitrust, labor and tax work. The time descriptions for these services are detailed in the Monthly Statements attached to the prior interim fee applications filed by Jones Day.

Expenses Incurred by Jones Day

13. Section 330 of the Bankruptcy Code authorizes "reimbursement for actual, necessary expenses" incurred by professionals employed under section 327 of the Bankruptcy Code. Jones Day seeks reimbursement for expenses incurred in rendering services to the Debtors during the Aggregate Compensation Period, in the total amount of \$5,591.62.

14. In accordance with the requirements of the Bankruptcy Code, the Bankruptcy Rules and the Guidelines, Jones Day maintains the following policies with respect to expenses for which reimbursement is sought herein:

- (a) No amortization of the cost of any investment, equipment or capital outlay is included in the expenses. In addition, for those items or services that Jones Day purchased or contracted from a third party (such as outside copy services), Jones Day seeks reimbursement only for the exact amount billed to Jones Day by the third party vendor and paid by Jones Day to the third party vendor.
- (b) Photocopying by Jones Day was charged at 7 cents per page for black and white copies and \$1.00 per page for color copies. To the extent practicable, Jones Day utilized less expensive outside copying services.

- (c) Telecopying by Jones Day was charged to its clients at the cost of the long distance call required to send the facsimile. No charge was imposed for incoming facsimiles.
- (d) Computer assisted research was billed on a per-search and/or per-minute basis, depending upon the provider.

Adjustments to Fees and Expenses

15. Consistent with its own internal policies and to comply with the "reasonableness" requirements of section 330 of the Bankruptcy Code, Jones Day has reviewed its monthly service descriptions and expense detail and has determined that certain fees and expenses should not be charged to the Debtors. This Application reflects any adjustments. The adjustments made by Jones Day can result from, among other things: (a) the reduction (or elimination) of fees where the time charged for the particular services exceeded the amount of time that, in Jones Day's estimation, it should have taken the lawyer or the paraprofessional to render the services; (b) the deletion of charges for duplicative or nonproductive services; and (c) other adjustments considered appropriate by Jones Day or required by applicable rules. In total, for the Aggregate Compensation Period, Jones Day has voluntarily written off time charges aggregating \$24,925.50 and \$181.80 in expenses.

The Requested Compensation Should Be Allowed

16. Section 330(a)(1) of the Bankruptcy Code provides that the Court may award a professional person employed under section 327 or 1103 of the Bankruptcy Code:

- (A) reasonable compensation for actual, necessary services rendered by the trustee, examiner, ombudsman, professional person, or attorney and by any paraprofessional person employed by any such person; and
- (B) reimbursement for actual, necessary expenses.

11 U.S.C. § 330(a)(1). Section 330(a)(3) further provides the following standards for the Court's review of a fee application:

In determining the amount of reasonable compensation to be awarded . . . the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including--

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable, based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

17. Jones Day respectfully submits that it has satisfied the requirements for the allowance of compensation and reimbursement of expenses sought herein. The services described above were necessary and beneficial to the administration of the Debtors' chapter 11 cases. Jones Day's services were performed in a timely manner, commensurate with the complexity of the issues facing the Debtors and the nature and importance of the problems, issues and tasks. Furthermore, the compensation sought by Jones Day is reasonable because it is based on the customary compensation charged by comparably skilled practitioners outside of bankruptcy. Accordingly, approval of the compensation sought herein is warranted.

18. No agreement or understanding exists between Jones Day and any third person for the sharing of compensation, except as allowed by section 504(b) of the Bankruptcy

Code and Bankruptcy Rule 2016 with respect to the sharing of compensation between and among partners of Jones Day. As disclosed in the Retention Application and approved by the Retention Order, certain payments for local counsel to the Debtors are routed through Jones Day and disclosed as "Consultants Fees" on the Monthly Statements. All of the services for which compensation is sought in this Application were rendered at the request of, and solely on behalf of, the Debtors, and not at the request of, or on behalf of, any other person or entity.

Waiver of Memorandum of Law

19. This Application does not raise any novel issues of law. Accordingly, Jones Day respectfully requests that the Court waive the requirement contained in Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York that a separate memorandum of law be submitted.

Notice

20. Notice of this Application and its exhibits will be given to: (a) the Debtors; (b) counsel to the Debtors; (c) counsel to the Official Committee of Unsecured Creditors; (d) the U.S. Trustee; (e) the fee examiner appointed in these cases; and (f) the Master Service List established under the Case Management Order in these cases. Jones Day respectfully submits that no other or further notice is required.

WHEREFORE, Jones Day respectfully requests that the Court enter an order, substantially in the form attached hereto as **Exhibit D**: (a) granting this Application; (b) allowing on a final basis compensation for the Aggregate Compensation Period in the amount of \$465,693.65; (c) allowing on a final basis reimbursement of expenses in the amount of \$5,591.62 incurred in connection with Jones Day's services during the Aggregate Compensation Period; (d) authorizing and directing the Debtors to pay to Jones Day any and all unpaid,

invoiced amounts for the Aggregate Compensation Period, which currently total \$46,569.36; and

(e) granting to Jones Day such other and further relief as the Court may deem proper.

Dated: May 16, 2011
New York, New York

/s/ Ross S. Barr

Ross S. Barr
JONES DAY
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SPECIAL COUNSEL TO THE DEBTORS
AND DEBTORS-IN-POSSESSION

EXHIBIT A

Motors Liquidation Company
Jones Day's Final Fee Application
June 1, 2009 through January 31, 2010
Exhibit A

Matter Name	Aggregate Total Hours	Aggregate Total Dollars
Litigation Matters		
Abercrombie Chevrolet, Inc.	1.40	673.00
North Shore, Inc., d/b/a Muller's GMC	3.30	1,683.00
Midway Motor Sales Bankruptcy	1.40	772.00
Rosenthal Chevrolet	0.80	394.00
Patsy Lou Pontiac, Inc.	0.80	427.00
Wilson Bros., Inc.	0.40	120.00
Guyler Buick Pontiac GMC, Inc.	3.10	1,304.00
Vande Hey Brantmeier	0.70	320.00
Major Cadillac, Inc.	2.10	910.50
Huff, Adam S.	0.70	402.50
Michael Field Litigation	1.60	755.00
Harry Brown LLC	2.40	1,017.00
Quinn Chevrolet Buick, Inc. Protest 2	3.80	1,543.00
Chuck Hutton Chevrolet Co.	0.50	287.50
Mike Van Chevrolet, Inc.	0.50	180.00
Cothorn-Varnadore Chevrolet-Olds, Inc.	0.20	72.00
Napleton Motor Corporation	2.40	1,071.00
Huntley Chevrolet Dealership	0.90	377.00
Serra Chevrolet Litigation	1.60	837.50
Valufleet LLC	0.90	325.00
Great Country Motors	0.80	427.00
Crippen Auto Mall, Inc.	2.30	1,042.00
Spitzer Buick-Cadillac, Inc.	1.30	632.00
Blue Grass Automotive, Inc.	3.60	1,212.00
Bay Chevrolet Corporation	3.20	1,587.00
J.T.E. Epps Motors, Inc.	0.90	407.50
Drake Chevrolet Olds Pontiac, Inc.	0.70	210.00
Bob Hook of Shelbyville, LLC	1.40	695.00
The Robke Chevrolet Company	1.60	777.00
Southview Chevrolet Co.	0.70	287.00
Thoroughbred Chevrolet, Inc.	3.30	1,204.50
Dobson Pontiac-GMC, Inc.	2.10	740.00
Lee Motors, LLC	1.45	594.50
Jeff Jones Chevrolet-Pontiac-Buick, Inc.	1.20	470.00
Robert B. Silliman	6.20	2,245.00
Digwamaje v GM Corporation, et al.	36.80	22,641.00
Alley's of Kingsport, Inc.	1.60	804.50
MWT, Inc. dba Montrose Chevrolet	0.40	230.00
Martin Chevrolet, Inc.	0.20	115.00
Spitzer Autoworld Canton, LLC	0.20	115.00
Litigation Matter Totals	99.45	49,907.00
Antitrust Advice		
Triple Play Analysis	3.00	931.50
Global Steering Business/Delphi	120.70	50,488.50
2009 Transaction (GM C/M No. 669475)	8.80	4,071.75
Project Beam	51.00	21,169.50
Bank Holding Company	11.60	5,535.00
China Antitrust Counseling	4.50	1,957.50
R & D Center Project in China and China		
IP Advice	1.20	780.00
Antitrust Matter Totals	200.80	84,933.75
Labor and ERISA A115Matters		
General Labor Advice	3.30	2,139.75
401(k) Plan Stable Value Fund Issues	148.90	84,021.25
Hourly Pension Plan Stock Contribution	58.20	21,825.00
VEBA Litigation/Settlement Agreement	2.00	1,500.00
Plan B	312.60	180,850.40

**Motors Liquidation Company
Jones Day's Final Fee Application
June 1, 2009 through January 31, 2010
Exhibit A**

Matter Name	Aggregate Total Hours	Aggregate Total Dollars
Labor and ERISA Matter Totals	525.00	290,336.40
Retention Matters		
Retention Issues	119.90	40,651.50
Post-billing Adjustment to July Invoice		(135.00)
Final Matter Totals	945.15	465,693.65

EXHIBIT B

Motors Liquidation Company
Jones Day's Final Fee Application
June 1, 2009 through January 31, 2010
Exhibit B

Category	Aggregate Expense Totals
Computerized Research Services	\$ 18.32
Consultants and Agents Fees	\$ 3,786.72
Courier Services	\$ 114.47
Document Reproduction Charges	\$ 1,359.12
Copying	\$ 0.07
Telephone	\$ 5.36
Delivery Services/Messengers	\$ 34.24
Long Distance	\$ 19.46
United Parcel Service Charges	\$ 253.86
Aggregate Expense Total	\$ 5,591.62

EXHIBIT C

JONES DAY
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Special Counsel to the Debtors and Debtors-in-Possession

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	:	
MOTORS LIQUIDATION COMPANY, et al.	:	09-50026 (REG)
f/k/a General Motors Corp., et al.,	:	
	:	(Jointly Administered)
	:	
Debtors.	:	
-----	X	

CERTIFICATION OF J. TODD KENNARD

I, J. Todd Kennard, hereby certify that:

1. I am a partner in the law firm of Jones Day.

2. I have reviewed the Final Application of Jones Day, Special Counsel to the Debtors and Debtors-In-Possession, Seeking Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses for the Period from June 1, 2009 Through January 31, 2010 (the "**Application**"). Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Application.

3. I make this certification in accordance with General Order M-389, Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the "**Local Guidelines**").

4. In connection therewith, I hereby certify that:

- (a) I have read the Application;
- (b) To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought in the Application fall within the Local Guidelines (as modified by the Interim Compensation Order) and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the "**U.S. Trustee Guidelines**");
- (c) To the best of my knowledge, information and belief formed after reasonable inquiry, except to the extent that fees or disbursements are prohibited by the Local Guidelines or the U.S. Trustee Guidelines, the fees and disbursements sought are billed at rates customarily employed by Jones Day, subject to certain discounts agreed to with the Debtors, and generally accepted by Jones Day's clients;
- (d) Based on inquiries, in incurring a reimbursable expense, Jones Day does not make a profit on that incurred expense when the underlying service is provided by a third party and, when the underlying service is provided by Jones Day, the charge is designed to approximate the costs incurred by Jones Day;
- (e) Jones Day has provided each of its monthly fee and expense invoices for the Aggregate Compensation Period to the parties required to receive copies in the manner required under the Interim Compensation Order in these cases; and
- (f) The Debtors, the United States Trustee and counsel to the Official Committee of Unsecured Creditors will each be provided with a copy of the Application simultaneously with the filing thereof through the court's electronic filing system, and will have at least fourteen days to review such Application prior to any objection deadline with respect thereto.

Dated: May 16, 2011
Columbus, Ohio

/s/ J. Todd Kennard
J. Todd Kennard

EXHIBIT D

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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:
In re: :

: **Chapter 11**
:

MOTORS LIQUIDATION COMPANY, et al. :
f/k/a General Motors Corp., et al., :

: **09-50026 (REG)**
:

: **(Jointly Administered)**
:

Debtors. :
----- X

**ORDER APPROVING FINAL APPLICATION OF
JONES DAY, SPECIAL COUNSEL TO THE DEBTORS AND
DEBTORS-IN-POSSESSION, FOR ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
FOR THE PERIOD FROM JUNE 1, 2009 THROUGH JANUARY 31, 2010**

Upon the final application (the "**Application**")¹ of Jones Day as special counsel for the debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**") for allowance and payment of compensation and reimbursement of actual and necessary expenses incurred for the period from June 1, 2009 through January 31, 2010; and upon the certification by J. Todd Kennard (the "**Kennard Certification**") regarding the Application; the Court having reviewed the Application and the Kennard Certification, and having considered the statements of counsel and the evidence adduced with respect to the Application at a hearing before the Court (the "**Hearing**"); and the Court having found that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) venue is proper in this district pursuant to 28 U.S.C. § 1409, (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (iv) notice of the Application and the Hearing was sufficient under the

¹ Unless otherwise defined herein, all capitalized terms used herein shall have the meanings given to them in the Application.

circumstances and (v) in light of the circumstances, the requirement of Local Bankruptcy Rule 9013-1(b) that a separate memorandum of law be filed in support of the Motion is deemed satisfied or otherwise waived; and the Court having determined that the legal and factual bases set forth in the Application and the Kennard Certification and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Application is granted.
2. Jones Day is awarded on a final basis compensation for professional services rendered during the Aggregate Compensation Period in the amount of \$465,693.65 and reimbursement of actual and necessary expenses in the amount of \$5,591.62.
3. The Debtors are authorized and directed to pay to Jones Day the fees and expenses approved hereby that have not previously been paid.

Dated: New York, New York
_____, 2011

UNITED STATES BANKRUPTCY JUDGE